

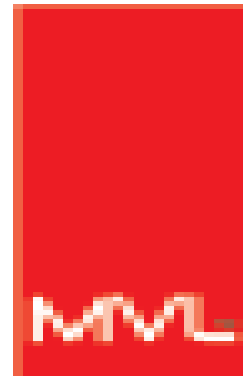


**MVL**<sup>TM</sup>

10<sup>th</sup> ANNUAL REPORT

**2016-2017**

# CONTENTS



## **MVL Limited**

Board of Directors	1
Directors' Report	2
Report on Corporate Governance	9
Management Discussion and Analysis	41
Auditors' Report	45
Balance Sheet	52
Statement of Profit and Loss	53
Cash Flow Statement	54
Notes to the Financial Statements	55

## **Consolidated Accounts**

Auditors' Report	70
Balance Sheet	71
Statement of Profit & Loss	72
Cash Flow Statement	73
Notes to the Financial Statements	74



MVL Limited

## **BOARD OF DIRECTORS**

Mr. Prem Adip Rishi  
Mr. Rakesh Gupta  
Mr. Praveen Kumar  
Mr. Raman Sharma  
Mr. Vijay Kumar Sood  
Mrs. Kalpana Gupta  
Ms. Monika Agarwal

**Managing Director**  
**Director & Chief Financial Officer**  
**Director**  
**Director**  
**Independent Director**  
**Independent Director**  
**Company Secretary**

### **Statutory Auditors**

M/s Arun Kishore & Co.  
Chartered Accountants, New Delhi

### **Secretarial Auditors**

RSMV & Co.,  
Company Secretaries

### **Bankers**

Canara Bank  
UCO Bank  
Dena Bank  
IFCI Limited  
IFCI Factors Limited  
SICOM Limited

### **Registered Office**

1201 B, 12<sup>th</sup> Floor,  
Hemkunt Chamber,  
89 Nehru Place,  
New Delhi-110019

### **Corporate Office**

MVL iPark, 6<sup>th</sup> Floor,  
Near Red Cross Society,  
Chandan Nagar, Sector-15 (II),  
Gurgaon – 122001 Haryana (India)

### **Registrars and Share Transfer Agents**

Alankit Assignments Limited,  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-110055  
Ph: 42541234, 23541234  
Fax: 91-11-42541967  
E-mail: [info@alankit.com](mailto:info@alankit.com)



MVL Limited

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Tenth Annual Report and Company's Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2017.

### 1. FINANCIAL RESULTS

The company's financial performance, for the year ended March 31<sup>st</sup>, 2017 is summarized below :

(Rs. In lacs)		
Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Total Income	974.26	1626.89
Profit from Ordinary activities before Exceptional Item	(203.14)	(457.32)
Profit from Ordinary activities before Tax	(203.14)	(457.32)
Less: Provision for Tax		
Current Tax	-	-
Deferred Tax	-	(10.83)
Profit from Ordinary activities after Tax	(203.14)	(446.49)
Add: Write back of Excess Provisions	-	(21.39)
Net Profit for the period from Ordinary activities after Tax	(203.14)	(425.11)
Net Profit for the period	(203.14)	(425.11)

### 2. FINANCIAL OUTLOOK AND OPERATIONS

The Standalone revenue from operations of the Company for year ended March 31, 2017 was down by 40.11% to Rs. 974.26 Lacs. The decline in turnover reflects volatile market conditions in real estate during the year. Standalone loss before Tax changed on a year on year basis from Rs. (457.32) Lacs to Rs. (203.14) Lacs. Standalone Loss after Tax was lower at Rs. (203.14) Lacs as against Rs. (446.49) Lacs in the previous year. There are some delays in getting the approvals from competent authorities as well as achieving the financial closure pertaining to some projects of the Company resulting into fall in Income during the year. However, your Company will witness a growth oriented year 2018 as new projects will commence during the year as their Financial closures are likely to be achieved within current financial year.

The Consolidated revenue from operations of the Company for year ended March 31, 2017 was down by 40.11% to Rs. 974.26 Lacs. Consolidated Loss before Tax was also lower on a year on year basis from Rs. (458.15) Lacs to Rs. (203.94) Lacs.

### 3. PRESENT STATUS OF BANK LOANS

- (i) Canara Bank has declared the loan account as NPA and has filed application under Section 19(4) of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 before the Debts Recovery Tribunal-II, Delhi vide application dated 11.5.2015 for recovery of Rs.93.91 crores along with interest upto the date of payment. Canara Bank has also issued notice dated 9.5.2015 under Section 13(2) of Securitization and Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs.93.64 crores along with further interest up to the date of payment. The issue of notice under SARFAESI Act, 2002 has been challenged by the company vide letter dated 9.7.2015. The Company's proposal for One Time Settlement is under consideration of Bank.
- (ii) UCO Bank has declared the loan account as NPA and has filed application under Section 19(4) of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 before the Debts Recovery Tribunal-II, Delhi vide application dated 10.7.2014 for recovery of Rs. 43.62 crores along with interest upto the date of payment. UCO Bank has also issued notice dated 5.3.2014 under Section 13 (2) of Securitization and Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs. 40.00 crores along with further



MVL Limited

interest up to the date of payment. The issue of notice under SARFAESI Act, 2002 has been challenged by the company vide letter dated 06.05.2014. The Company's proposal for One Time Settlement is under consideration of Bank.

- (iii) Dena Bank has declared the loan account as NPA and has filed application under Section 19(4) of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 before the Debts Recovery Tribunal-II, Delhi vide application dated 16.09.2016 for recovery of Rs. 42.67 crores along with interest upto the date of payment . Dena Bank has also issued notice dated 31.3.2016 under Section 13 (2) of Securitization and Reconstruction of Financial Assets & Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002) claiming dues of the value of Rs. 34.92 crores along with further interest up to the date of payment. The issue of notice under SARFAESI Act, 2002 has been challenged by the company vide letter dated 13.05.2016. The Company's proposal for One Time settlement is under consideration of Bank.
- (iv) IFCI Ltd had declared the Loan Account as NPA and had filed application under section 19(4) of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 before the Debts Recovery Tribunal-I Delhi vide application dated 19.12.2012 for recovery of Rs. 49.24 crores along with interest upto the date of payment. IFCI Ltd had also issued notice dated 8.12.2014 under section 13(4) of SARFAESI Act, 2002 claiming their dues. IFCI Ltd has now assigned their debt to CFMARC Trust-2 IFCI as per their letter dated 18-04-2017. As such the liability towards IFCI limited has been transferred in the name of CFM an Asset Reconstruction Company, but no formal assignment agreement has been signed with the company as yet , quantifying the amount of liability taken over, therefore loan is stated in the balance sheet at the amount brought forward from the last year. The Company's proposal for One Time Settlement is under consideration of Bank.
- (v) Sicom Limited has declared the Loan Account as NPA on 15.4.2015 and has also proceeded under section 13(4) of SARFAESI Act, 2002 claiming their dues of Rs. 47.10 crores against mortgaged property. Sicom has filed application under Section 19(4) of the Recovery of Debts due to Banks and Financial Institutions Act, 1993 before the Debts Recovery Tribunal-I, Delhi vide Original Application dated 7.03.2016 for recovery of Rs.50.62 crores along with interest upto the date of payment . The Company's proposal for One Time Settlement is under consideration of Bank.
- (vi) IFCI Factors limited has declared the Loan Account as NPA on June 2015 and has also proceeded under section 13(4) of SARFAESI Act, 2002 vide their letter dated 30.3.2017 claiming their dues of Rs.21.18 crores against mortgaged property. The Company's proposal for One Time Settlement is under consideration of Bank.

#### **4. DIVIDEND**

Keeping in view the business losses, the directors of your Company do not recommend any dividend for the year under review.

#### **5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

In terms of Section 124 &125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year 2009-10 is due for remittance to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Pursuant to the applicable provisions of the Companies Act,2013, read with the IEPF Authority (Accounting, Audit,Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government,after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

The Company has transferred the unclaimed and unpaid dividends for the financial year 2008-09.

As far as Financial Year 2009-10 is concerned, the requisite notice has been sent to the shareholders keeping in view latest rules issued by the Government of India in this regard. The responses from the shareholders are being examined and necessary action in this regard will be taken on or before 30<sup>th</sup> October 2017.

Further,the corresponding shares will be transferred as per therequirements of the IEPF rules after following the set procedures, details of which are provided on our website, at [www.mvl.in](http://www.mvl.in).

#### **6. FIXED DEPOSITS**

The Company has not accepted any public deposit and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

#### **7. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Prem Adip Rishi, Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.





During the year under review, Ms. Chetna Tyagi has resigned as Company Secretary of the Company w.e.f. 2<sup>nd</sup> June, 2016. Further, Ms. Monika Agarwal be appointed as Company Secretary of the Company w.e.f. 2<sup>nd</sup> June, 2016.

Mr. Raman Sharma who was appointed as Additional Director on 01st May, 2017 and holds the said office till the date of the Annual General Meeting. A notice has been received from a member proposing his candidature for his reappointment.

Mr. Vinod Kumar Malik, has resigned as director of the Company w.e.f. 31<sup>st</sup> March 2017. Your Board appreciates his contribution in the working of the company.

In terms of Section 149(7) of the Companies Act, 2013, Mr. Vijay Kumar Sood and Mrs. Kalpana Gupta, Independent Directors of the Company have given declarations to the Company to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Brief resumes of Directors proposed to be appointed or re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and their memberships/ chairmanships on Board Committees of various Companies, have been provided in the Corporate Governance Report.

**8. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134 (5) of the Companies Act, 2013, your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**9. POLICIES OF THE COMPANY**

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: [www.mvl.in](http://www.mvl.in).

The following policies of the Company are available on the website of the Company at [www.mvl.in](http://www.mvl.in).

- a) Policy for selection of Directors and determining Directors independence; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

**10. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATE**

The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and attached as **Annexure I**. The requisite certificate from Mr. V. Ramasamy, Proprietor of V. Ramasamy & Co., a firm of Practicing Company Secretary (Membership No. FCS 6191 and C.P. No. 6618) confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

**11. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

**12. RELATED PARTY TRANSACTIONS**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/ arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company as well as Listing Regulation, 2015 on materiality of related party transactions.



Your Directors draw attention of the members to Note 45 to the financial statement which sets out related party disclosures. In accordance with Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties, referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2 are attached as **Annexure - II** to this Report.

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES AND CONSOLIDATED FINANCIAL STATEMENT**

The Company has three wholly owned Subsidiaries, namely MVL Developers Limited, Creative Pools Developers Private Limited and Udyan Horticultures Private Limited as on 31<sup>st</sup> March, 2017. The Company has no Joint Venture Company and no Associate Company. There has been no material change in the nature of the business of the subsidiaries and Associate Companies.

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared the consolidated financial statements of the Company, which form part of this Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as Annexure A to the Consolidated Financial Statement. The statement also provides the details of performance and financial position of each of the subsidiaries. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website, [www.mvl.in](http://www.mvl.in). These documents will also be available for inspection till the date of the AGM during business hours at our corporate office in Gurgaon, India.

The Company is also presenting its Audited Consolidated Financial Statements, which form part of the Annual Report as required by the Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges.

Pursuant to the provision of Section 212(8) of the Companies Act, 1956, the Ministry of Corporate Affairs vide its circular dated February 8, 2011 has granted general exemption from attaching the Balance Sheet, Statement of Profit and Loss and other documents of the subsidiary companies with the Balance Sheet of the Company. A statement containing brief financial details of the Company's subsidiaries for the financial year ended March 31, 2017 is included in the Annual Report.

**15. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

**16. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate Internal Financial Controls with reference to Financial Statements. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

**17. PARTICULARS OF EMPLOYEES**

The details as required in terms of the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure – III** to this Report.

However, information as per Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not given in this Report, as no employee of your Company is covered as per provisions contained therein.

**18. AUDITORS**

Under Section 139 of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. The audit committee of the Company has proposed and the Board of Directors of the Company has recommended the appointment of M/s. Raj Chawla & Associates, Chartered Accountants (Firm registration number: 011602N) as the statutory auditors of the Company. They will hold office for a period of five consecutive years from the conclusion of the 10th Annual General Meeting of the Company scheduled to be held on 27<sup>th</sup> September, 2017, till the conclusion of the 15th Annual General Meeting to be held in the year 2022, subject to the approval of the shareholders of the Company. They have confirmed their eligibility to the effect that their appointment,



if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly financial statements for the year.

**19. AUDITORS' REPORT**

1. Point no. 4 of Auditor Report per se is the opinion of the Auditor on certain points of notes to accounts attached to the financial statement for the period ended 31.03.2017. Since notes to accounts are part of financial statement prepared by the Company, the Company in the relevant points has explained the each situation which has arisen this time. The relevant clauses of notes to accounts alongwith Board's response is as follows:-
  - i. *Note No. 39 regarding non provision of interest with retrospective effect from 01.04.2014 vide Board Resolution dated 17.02.2015 on loans from banks and financial institutions declared as Non Performing Account (NPA):*The Board is of the opinion that the loan account with the banks and financial institutions which are NPA, are under advanced stage of settlement with the lenders. The management expect that it will be able to get interest waivers on the NPA accounts, due to which no provision has been made on the similar prudence practice followed by the banks and financial institutions.
  - ii. *Note No. 40 regarding non provision of advances to group companies considered doubtful of recovery and non provision of interest on one of the advance:* The Board is of the opinion that the advance to one of the group company amounting to Rs. 2661.84 lacs was on account of takeover of loan liability of that company to get vacated the lien on the mortgaged properties belonging to company. The Interest is being provided on this advance. However, no interest is provided on other advance to group company amounting to Rs. 64.50 lacs. The management is of the opinion that these advance are recoverable / adjustable and that no provision is necessary at this stage.
2. Point no. 6 of Auditor Report per se is the opinion of the Auditor on certain points of notes to accounts attached to the financial statement for the period ended 31.03.2017. Since notes to accounts are part of financial statement prepared by the Company, the Company in the relevant points has explained the each situation which has arisen this time. The relevant clauses of notes to accounts alongwith Board's response is as follows:-
  - a. *Note No. 49 of the accompanying financial statements there exists material uncertainty over the realisability of certain loans and advances claimed as given/advanced for purchase/acquisition of land, rights, projects or properties which are pending either for transfer of property or refund of advances aggregating Rs. 1469.70 Lacs as on 31.3.2017, (previous year Rs. 6817.72 lacs):*The Board is of the view that such advances are made in normal course of business and either their contractual performance will be obtained or they will be recoverable in due course.
  - b. *Note No. 50 in respect of purchase of real estate properties included as part of inventory/ WIP of the value of Rs.9218.77 (previous year Rs. 3886.02 Lacs):* The Board is of the view that the said properties are not fixed asset but a current asset which will be resold. The title of the said properties in the form of execution of Conveyance Deed will be completed at that time. However, it does not impact the financials of the Company.
  - c. *Note No. 37 in respect of non availability of confirmations in respect of some debit and/or credit balances:* The Board is of the view that the company has its own internal audit system to monitor the reconciliations periodically; hence confirmations of all outstanding balances at the year end are not taken.

**20. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT**

The Board has appointed Mr. V. Ramasamy, Partner, RSMV & Co., Company Secretaries (Membership No. FCS 6191, C.P. No. 6618), to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith and marked as **Annexure IV** to this Report.

The observations of Secretarial Auditor are self-explanatory except their remark on the below points alongwith Board's response is as follows:-

- i. *The company has granted loan to its related companies. The company did not charge any interest from the related companies:*The Board is giving their explanation to the same in their report to the shareholders at S.No. 19.1.ii above.
- ii. *The company has not deposited the PF, ESI, Labour Welfare Fund (LWF), TDS, VAT and Works Contract Tax (WCT) amount deducted from the various entities within stipulated time:* The Board explains that however, there are some delays in depositing PF, ESI, Labour Welfare Fund (LWF), TDS, VAT and Works Contract Tax (WCT) during the year, but all liabilities pertaining to PF, ESI, Labour Welfare Fund (LWF), TDS, VAT and Works Contract Tax (WCT) will be cleared very shortly.





- iii. *Compliances with SEBI (LODR) Regulations, 2015:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- iv. *There are disputes with Income Tax and Service Tax Authorities, the proceedings of which are at various stages:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- v. *Status of Bank Loans:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.
- vi. *The Report of the Statutory Auditors on the Financial Statement for the Financial Year 2015-16 is qualified on the basis of the Notes on Accounts (37, 39, 40, 49 and 50):* The Board is giving their explanation to the same in their report to the shareholders at S.No. 196 above.
- vii. *There are 161 cases initiated by and against the company under the different Acts:* The Board is of the opinion that observation on this point is based on the facts and need no comments from the Board.

**21. MEETINGS OF THE BOARD**

Thirteen (13) meetings of the Board of Directors were held during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**22. EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 furnished in **Form MGT-9** is annexed herewith as **Annexure V**.

**23. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM**

As per the provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, the Audit Committee consists of the following members:

- a. Mrs. Kalpana Gupta
- b. Mr. Vijay Kumar Sood
- c. Mr. Rakesh Gupta

The above composition of the Audit Committee consists of Independent Directors viz., Mrs. Kalpana Gupta and Mr. Vijay Kumar Sood who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

**24. STAKEHOLDERS RELATIONSHIP COMMITTEE**

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has set up a Stakeholders Relationship Committee comprising of Mrs. Kalpana Gupta (Chairman), Mr. Prem Adip Rishi and Mr. Praveen Kumar as other Members. The details of the Committee are furnished at S.No. 3(b) of Report of Corporate Governance of this Annual Report.

**25. NOMINATION AND REMUNERATION COMMITTEE**

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board has set up a Nomination and Remuneration Committee comprising of Mrs. Kalpana Gupta (Chairman), Mr. Vinod Kumar Malik and Mr. Prem Adip Rishi as other Members. The details of the Committee are furnished at S.No. 3(c) of Report of Corporate Governance of this Annual Report.

**26. CONSERVATION OF ENERGY**

Disclosure of particulars with respect to conservation of energy and technology absorption are not applicable to the Company.

**27. RESEARCH AND DEVELOPMENT**

Since the market scenario and technologies are changing rapidly, Research and Development (R&D) is important to ensure that Company increases its market share. The Company has always attempted to use the latest and advanced technology



MVL Limited

for its product lines, but keeping pace with current technological developments is becoming difficult for want of capital. The slow down in the economy and higher interest costs has also deterred the further research and development activities of the company to keep it abreast with the current technological changes.

**28. FOREIGN EXCHANGE EARNING AND OUTGO**

- |                              |         |
|------------------------------|---------|
| a) Foreign Exchange Earnings | Rs. Nil |
| b) Foreign Exchange Outgo    | Rs. Nil |

**29. RISK MANAGEMENT**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the listing agreement, the company has constituted a risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report.

At present the company has not identified any element of risk which may threaten the existence of the company.

**30. ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. Its redressal is placed on the intranet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

**31. SIGNIFICANT AND MATERIAL ORDERS BY ANY COURTS OR TRIBUNALS**

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

**32. ACKNOWLEDGEMENT**

Your Directors place on record their sincere gratitude for the continuous assistance and support received from the investors, bankers, regulatory and government authorities during the period.

Your Directors also place on record their appreciation for the contributions made by employees at various levels, to the growth and success of the Company.

**By Order of the Board of Directors**

**For MVL Limited**

Place: New Delhi  
Date : 25th August, 2017

**Sd/-**  
**(Prem Adip Rishi)**  
**Managing Director**

**Sd/-**  
**(Rakesh Gupta)**  
**Director &**  
**Chief Financial Officer**

**Registered Office:**  
**1201B, 12<sup>th</sup> Floor, Hemkunt Chamber,**  
**89 Nehru Place,**  
**New Delhi-110019**  
**Tel: +91-11-41662674**  
**E-mail: coporates@yahoo.com, info@mvl.in**  
**Website: www.mvl.in**  
**CIN : L45200DL2006PLC154848**